FORM D

SEG Mail Processing Section

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

14/6027

JUL 23 2006

Washington, DC 101

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

| SEC USE ONLY | | | | | | | | | |
|--------------|--------------|--|--|--|--|--|--|--|--|
| Prefix | Serial | | | | | | | | |
| | | | | | | | | | |
| Ţ. | ATE RECEIVED | | | | | | | | |
| 1 | 1 | | | | | | | | |

| Name of Offering (check if this is an amendment and name has changed, and indicate change.) | DDOOCESSED |
|---|---|
| Private Placement of Limited Partnership Interests of Sanchez Energy Partners I, L.P. | <u> PROCESSED</u> |
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE | 0.0000 |
| Type of Filing: New Filing X Amendment | JUL 2 8 2008 |
| A. BASIC IDENTIFICATION DATA | THOMSON DELITEDS |
| Enter the information requested about the issuer | THOMBON Kroitive |
| Name of Issuer (check if this is an amendment and name has changed, and indicate change.) SANCHEZ ENERGY PARTNERS I, L.P. | |
| Address of Executive Offices (No. and Street, City, State, Zip Code) Telepho | one Number (Including Area Code) |
| 1111 Bagby, Suite 1600, Houston, Texas 77002 | (713) 783-8000 |
| Address of Principal Business Operations (No. and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Code) | ing Area Code) |
| Brief Description of Business | |
| Investment Partnership | |
| Type of Business Organization | П |
| corporation imited partnership, already formed | other (please specify); |
| business trust limited partnership, to be formed | <u> </u> |
| Month Year | |
| Actual or Estimated Date of Incorporation or Organization: 0 8 0 7 | Actual Estimated |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE | |
| · | |
| CN for Canada; FN for other foreign jurisdiction) | |
| GENERAL INSTRUCTIONS | |
| Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 7: | 74 (6). |
| When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered to | Exchange Commission (SEC) on the earlier of the date it is or certified mail to that address. |
| Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. | |
| Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be phow signatures. | ocopies of the manually signed copy or bear typed or printed |
| Information Required. A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes the changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. | ereto, the information requested in Part C, and any material |
| Filling Fee: There is no federal filling fee. | |
| State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a pre amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of ATTENTION | econdition to the claim for the exemption, a fee in the proper |
| Failure to file notice in the appropriate states will not result in a loss of the federal exemp | |
| the appropriate federal notice will not result in a loss of an available state exempt predicated on the filing of a federal notice. | ion unless such exemption is |
| Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently val | II A DARP control number |
| To secure persons and a constraint of my engineering containes an environment of new regime to be respondented the form displays a currently year | SEC 1972 (2-97) |
| | |
| | |
| | |



| | | A. BASIC IDENTIFI | CATION DATA | #1 | |
|---|--------------------------------------|--|--------------------------------|----------------|--|
| 2. Enter the information | requested for the fo | ollowing: | | · - | |
| Each beneficial owner issuer; Each executive officer | having the power and director of cor | has been organized within the p to vote or dispose, or direct the rporate issuers and of corporate | vote or disposition of, 10% or | | |
| Each general and man Check Box(es) that Apply: | | rtnership issuers. Beneficial Owner | Executive Officer | ☐ Director | ☑ General and/or |
| Check Box(es) that Apply. | L Promoter | | Executive Officer | LI Director | Managing Partner |
| Full Name (Last name first. SEP Management I, LLC | | | | | |
| Business or Residence Add 1111 Bagby, Suite 1600, H | ress (Number and | Street, City, State, Zip Code) | | | ······································ |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☑ General and/or Managing Partner |
| Full Name (Last name first | | h | | | · · |
| Sanchez Oil & Gas Corpo Business or Residence Add 1111 Bagby, Suite 1600, H | ress (Number and | Street, City, State, Zip Code) | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☑ Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first Sanchez, Antonio R., CEC | O of the General P | | | | |
| Business or Residence Add 1111 Bagby, Suite 1600, H | | Street, City, State, Zip Code) | | | |
| Check Box(es) that Apply: | | ☐ Beneficial Owner | ☑ Executive Officer | ☐ Director | ☐ General and/or Managing Partner |
| Full Name (Last name first | | | | | <u></u> |
| Sanchez, Antonio R. III, I | | Street, City, State, Zip Code) | | | |
| 1111 Bagby, Suite 1600, H | | | | | |
| Check Box(es) that Apply: | | ☐ Beneficial Owner | ☑ Executive Officer | Director | ☐ General and/or Managing Partner |
| Full Name (Last name first | | | | | |
| Guerra, Frank A., Vice P. | resident and CrO | Street, City, State, Zip Code) | | | |
| 1111 Bagby, Suite 1600, I | | | | | |
| Check Box(es) that Apply: | | ⊠Beneficial Owner | ☐ Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first | | | | | <u>_</u> , |
| Gulf Coast Portland Cem | | Ot C't C 7' C. 1 | _ | | |
| 1800 West Loop South, St | | Street, City, State, Zip Code) | | | |
| Check Box(es) that Apply: | | Beneficial Owner | ☐ Executive Officer | ☐ Director | General and/or Managing Partner |
| Full Name (Last name first | , if individual) | | • | | |
| Business or Residence Add | lress (Number and | Street, City, State, Zip Code) | | · | |

| | B. INFORMATION ABOUT OFFERING | | | | | | | | | | | | | | |
|------|--|--------|---------|-------------|----------|-----------|------------|-----------|---------|------|----------|----------------|---------------|----------------|---------------------------------------|
| 1, | . Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. | | | | | | | | | | Yes □ | No ⊠ | | | |
| 2. | What is the minimum investment that will be accepted from any individual? | | | | | | | | | | | \$ <u>1,00</u> | 00,000.00 | | |
| 3. | Does th | e off | ering p | ermit jo | int owne | rship of | a single | unit: | | | | | | Yes ⊠ | No |
| | | | | | | | | | | | | | | | |
| Full | | | | | | | | | | | | | | | |
| Busi | Business or Residence Address (Number and Street, City, State, Zip Code) | | | | | | | | | | | | | | |
| | Name of Associated Broker or Dealer | | | | | | | | | | | | | | |
| | | | | | | | | | Purchas | | | | | | All States |
| (Che | | | (AZ) | [AR] | (CA) | (CO) | [CT] | [DE] | [DC] | [FL] | [GA] | (HI) | [ID] | | All States |
| [IL | - | | [IA] | [KS] | [KY] | [LA] | [ME] | (MD) | [MA] | [MI] | [MN] | [MS] | [MO] | | |
| [M | וא] וו | E] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | | |
| ĮR | [SC | C] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] | | |
| Full | Name (| Last 1 | name fi | irst, if in | dividua | 1) | | | | | | | · | | |
| Busi | ness or | Resid | lence A | Address | (Numbe | r and Str | reet, City | y, State. | Zip Cod | le) | | | | | |
| Nam | e of As | socia | ted Bro | ker or [|)ealer | | | | | | | | - | · - | |
| | | | | | | | | | Purchas | | | | | | All States |
| (Al | | | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | (ID) | | · · · · · · · · · · · · · · · · · · · |
| [II] | .] [1 | N] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] | | |
| [M | T) [N | E] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | | |
| [R | [S | C] | [SD] | [TN] | [XT] | נעדן | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] | | |
| Full | Name (| Lastı | name fi | irst, if in | dividua | l) | | | | | | | · · | - | · · · · · · · · · · · · · · · · · · · |
| Busi | ness or | Resid | lence A | Address | (Numbe | r and St | eet, City | y, State, | Zip Cod | le) | | | | • | · |
| Nan | e of As | socia | ted Bro | ker or I | Dealer | | | | | | | | | - | |
| | | | | | | | | | Purcha | | | ., | | | All States |
| [A | .] [A | K] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] | | |
| ַןװַ | .] [I | N] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] | | |
| [M | | | [NV] | (NH) | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | | |
| ľĐ | I) [S | C] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] | | |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| ١. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | | | | |
|----|--|--------------|--------------|-------------|--------------|-------------------------------------|
| | Type of Security | | Aggregat | | An | nount Already Sold |
| | Debt | \$ | | | \$ | 0 |
| | Equity | \$ | 0 | | \$ | 0 |
| | □ Common □ Preferred | 4 | _ | | ₩ | |
| | | • | ۸ | | • | ٥ |
| | Convertible Securities (including warrants) | \$ | <u>0</u> | 0.00 | 3 <u> </u> | 54.360.000.00 |
| | · | | 54,250,00 | <u>v.vv</u> | | 54,250,000.00 |
| | Other (Specify) | S | 0 | | \$ | |
| | Total | \$ _2 | 254,250,00 | 00.00 | \$ _2 | 54,250,000.00 |
| | Answer also in Appendix, Column 3, if filing under ULOE | | | | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero." | | | | | |
| | | | Number | | D | Aggregate ollar Amount of Purchases |
| | Accredited Investors | | 33 | | \$_2 | 254,250,000.00 |
| | Non-accredited Investors | | _0 | | S | 0 |
| | Total (for filings under Rule 504 only) | | N/A | | \$ | N/A |
| | Answer also in Appendix, Column 4, if filing under ULOE | | | | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. | | | | | |
| | Type of offering | | Type of | | D | ollar Amount |
| | | | Security | 1 | | Sold |
| | Rule 505 | | N/A | | <u>\$</u> _ | N/A |
| | Regulation A | _ | N/A | | 2 | N/A |
| | Rule 504 | | N/A | | \$ | N/A |
| | Total | _ | N/A | | s | <u>N/A</u> |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the secuthis offering. Exclude amounts relating solely to organization expenses of the issuer. The informable given as subject to future contingencies. If the amount of an expenditure is not known, furnish estimate and check the box to the left of the estimate. | ation r | | | | |
| | Transfer Agent's Fees | ••••• | | | S | 0 |
| | Printing and Engraving Costs | ********* | •••• | □ | \$ | 0 |
| | Legal Fees | | | × | \$ | 50,000 |
| | Accounting Fees | | | | \$ | 0 |
| | Engineering Fees | | | | <u> </u> | 0 |
| | Sales Commissions (specify finder's fees separately) | | | | \$ | |
| | Other Expenses (identify) | | | | ٠ <u>-</u> | 0 |
| | Total | | | ⊠ | ζ_ | 50,000 |
| | 1.000 | | •••••• | <u></u> | ⊅ | 20.000 |

| | b. Enter the difference between the again total expenses furnished in respons | gregate offering price given in response to Part C-Queste to Part C-Question 4.a. This difference is the "adjustice to Part C-Question 5.a." | stion 1 ted gross | <u>OF TR</u> | OCEED | \$ <u>254,200,000.00</u> | |
|------|---|---|----------------------|---------------------|--------------------------------------|--|--|
| 5. | each of the purposes shown. If the amo | eted gross proceeds to the issuer used or proposed to be ount for any purpose is not known, furnish an estimate e. The total of the payments listed must equal the adjus- torse to Part C-Question 4.b. above. | and | | | | |
| | | | | O: Dire | ments to fficers, ectors, & filiates | Payments To Others | |
| | Salaries and fees | | | S | | S | |
| | Purchase of real estate | | | \$ | | s | |
| | Purchase, rental or leasing and in | nstallation of machinery and equipment | | \$ | 0 | \$ | |
| | Construction or leasing of plant | buildings and facilities | | \$ | | s | |
| | | (including the value of securities involved in this offeri assets or securities of another issuer pursuant to a mer | | s | | \$ | |
| | Repayment of indebtedness | | | \$ | | \$ | |
| | Working capital | | | \$ | | s | |
| | Other (specify) (investments) | | | s | ⊠ | \$ <u>254,200,000.00</u> | |
| | Column Totals | | | \$ | ⊠ | \$ <u>254,200,000.00</u> | |
| | Total Payments Listed (column | totals added) | | \$ <u>254,2</u> | | 200,000.00 | |
| | | D. FEDERAL SIGNATURE | | | · | , | |
| sign | ature constitutes an undertaking by the is | signed by the undersigned duly authorized person. If the ssuer to furnish to the U.S. Securities and Exchange Con-accredited investor pursuant to paragraph (b) (2) of I | mmission, | filed un upon wr | der Rule 50 itten reque | 05, the following st of its staff, the | |
| Iss | uer (Print or Type) | Signature 10 6 | Date | | | | |
| Sa | nchez Energy Partners I, L.P. | Lul Due- | July <u>/ 8</u> | ر 2008 ر | | | |
| Na | me of Signer (Print or Type) | Title of Signer (Print or Type) | | | _ | · | |
| Fr | ank A. Guerra | Chief Financial Officer and Executive Vice the General Partner | e President | t of SEI | ² Manager | ment I, L.L.C, | |
| | | ATTENTION | | | | | |
| | Intentional misstatements o | or omissions of fact constitute federal criminal | violations | s. (See | 18 U.S.C | . 1001). | |

| | E. STATE SIGNATURE | | | | | | | | | | | |
|-----|--|---|-------------------------|----------------|--------------|--|--|--|--|--|--|--|
| 1. | Is any party described in 17 CFR 230.262 prule? | isions of such | Yes | No 🗵 | | | | | | | | |
| | See Appendix | x, Column 5, for state response. | | | | | | | | | | |
| 2. | The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. | | | | | | | | | | | |
| 3. | The undersigned issuer hereby undertakes to offerees. | o furnish to the state administrators, upon written | request, information fi | urnished by th | ne issuer to | | | | | | | |
| 4. | | ssuer is familiar with the conditions that must be s which this notice is filed and understands that the at these conditions have been satisfied. | | | | | | | | | | |
| | e issuer has read this notification and knows the dersigned duly authorized person. | he contents to be true and has duly caused this not | ice to be signed on its | behalf by the | : | | | | | | | |
| Iss | uer (Print or Type) | Signature | Date | - - | | | | | | | | |
| Sar | anchez Energy Partners I, L.P. July 1 2008 | | | | | | | | | | | |
| Na | me of Signer (Print or Type) | Title of Signer (Print or Type) | | | | | | | | | | |
| Fra | rank A. Guerra Chief Financial Officer and Executive Vice President of SEP Management I, L.L.C, the General Partner | | | | | | | | | | | |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| ı | | 2 | 3 | | 4 | . | _ | 5 |
|-------|-----------------------------|--|--|--------------------------------------|-------------------------------------|--|----------------|----|
| | non-acc investor (Par | o sell to credited s in State rt B- m 1) | Type of security and aggregate offering price offered in state (Part C- Item !) | Type | of investor and amot (Part C-Ite | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
| State | Yes | No | Limited Partnership Interests | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | |
| AL | 1 | - | | | | | | |
| AK | | _ | | | | | | |
| AZ | | | | | | | _ _ | - |
| AR | | No | Limited Partnership Interests \$17,000,000 | 2 | \$17,000,000 | 0 | \$0 | No |
| CA | | No | Limited Partnership Interests \$2,000,000 | I | \$2,000,000 | 0 | \$0 | No |
| co | | | | | | | | |
| СТ | | No | Limited Partnership Interests \$15,000,000 | 1 | \$15,000,000 | 0 | \$0 | No |
| DE | | No | Limited Partnership Interests \$5,000,000 | 1 | \$5,000,000 | 0 | \$0 | No |
| DC | | | | | | | | |
| FL | | No | Limited Partnership Interests \$1,250,000 | 1 | \$1,250,000 | 0 | \$0 | No |
| GA_ | | | | | | | | |
| НІ | | | | | | | | |
| ID | | | | | | | | |
| IL | | | | | | | | |
| IN | | | | | | | | |
| IA_ | | | | | | | | |
| KS | | | | | | | | |
| KY | <u> </u> | ļ | | | | <u> </u> | | |
| LA | 1 | <u> </u> | | | | | | |
| ME | | | | | | | | |

APPENDIX

| l |] : | 2 | 3 | | 4 | | | 5 |
|-------|------------------------------|---|--|--------------------------------------|----------------------|--|--------|----|
| | non-acc investors (Par | to sell to credited is in State at B- in 1) | Type of security and aggregate offering price offered in state (Part C- Item 1) | Type | of investor and amor | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
| State | Yes | No | Limited Partnership Interests | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | |
| MD | | No | Limited Partnership Interests \$10,000,000 | l | \$10,000,000 | 0 | \$0 | No |
| MA | | | | | | | | |
| MI | | | | | | | | |
| MN | | | | | | | | |
| MS | | | | | | | | |
| МО | | No | Limited Partnership Interests \$2,500,000 | 2 | \$2,500,000 | 0 | \$0 | No |
| мт | | | | | | | - | |
| NE | | | | | | | | |
| NV | | | | | | | | |
| NH | | | | | | | | |
| NJ | | | | | | | | |
| NM | | | | | | | | |
| NY | | No | Limited Partnership Interests \$51,500,000 | 4 | \$51,500,000 | 0 | \$0 | No |
| NC | | | | | | | | |
| ND | | | | | | | | |
| ОН | | | | | | | | |
| ОК | | | | | | | | |
| OR | | | | | | | | |
| PA | | | | | | | | |
| RI | | | | | | | | |
| SC | | | | | | | | |
| SD | | | | | | | | |

APPENDIX

| 1 | | 2 3 4 | | | | | | 5 | | |
|-------|------------------------------|--|--|--------------------------------------|--|---|--------|----|--|--|
| | non-acc investors (Par | o sell to credited s in State rt B- m 1) | Type of security and aggregate offering price offered in state (Part C- Item 1) | Туре | Type of investor and amount purchased in State (Part C-Item 2) | | | | | |
| State | Yes | No | Limited Partnership Interests | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | | | |
| TN | | | - | | | | | | | |
| TX | | No | Limited Partnership Interests \$150,000,000 | 20 | \$150,000,000 | 0 | \$0 | No | | |
| UT | | | | | | | | | | |
| VT | | _ | | - | | , | | | | |
| VA | | | | _ | | | | | | |
| WA | | | | | | | | | | |
| wv | | | | | • | | | | | |
| WI | | | | | | _ | | | | |
| WY | | | | | | | | | | |
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